

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE:) Chapter 11
)
W.R. GRACE & CO., *et al.*,) Case No. 01-1139 (JKF)
) (Jointly Administered)
Debtors.)

**NOTICE OF INTENT TO PURCHASE, ACQUIRE
OR OTHERWISE ACCUMULATE EQUITY SECURITIES**

PLEASE TAKE NOTICE that the Reporting Persons referenced on the attached Exhibit A hereby provide notice of the intention to purchase, acquire or otherwise accumulate one or more shares of the equity securities (the "Equity Securities") of W. R. Grace & Co. or an Options(s) with respect thereto (the "Proposed Transfer").

PLEASE TAKE FURTHER NOTICE that, on February 25, 2005, the Reporting Persons filed a Notice of Status as a Substantial Equityholder¹ with the United States Bankruptcy Court for the District of Delaware (the "Court") and served copies thereof on the Debtors' counsel.

PLEASE TAKE FURTHER NOTICE that the Reporting Persons currently collectively Beneficially Own 3,432,668 shares of Common Stock of W. R. Grace & Co.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Proposed Transfer, the Reporting Persons propose to purchase, acquire or otherwise accumulate, in one or a series of transactions involving one or more of the Reporting Persons, up to an additional 1,000,000 shares of Equity Securities or an Option(s) with respect to up to 1,000,000 shares of Equity Securities. Assuming the minimum amount of Equity Securities (or Options with respect thereto) contemplated by the Proposed Transfer are so purchased, acquired or otherwise accumulated by the Reporting Persons, if the Proposed Transfer is permitted to occur, the Reporting Persons will collectively Beneficially Own 4,432,668 shares of Equity Securities after the transfer.

PLEASE TAKE FURTHER NOTICE that the taxpayer identification number of each of the Reporting Persons is as set forth opposite such Reporting Person's name on the attached Exhibit A.

¹ For purposes of this Notice, all capitalized terms not defined herein shall have the same meaning as is set forth in the Final Order of this Court, entered January 24, 2005, Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures (the "Order"). The Reporting Persons are submitting this Notice as an accommodation to the Debtor, and do not thereby submit to the jurisdiction of the Court or waive any rights or objections they may have regarding the Order or the effect of the Order.

PLEASE TAKE FURTHER NOTICE that, under penalties of perjury, each Reporting Person hereby declares it has examined this Notice and accompanying attachments (if any) and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that this Notice is being (A) filed with the Court, and (B) served upon Kirkland & Ellis LLP, counsel to the Debtors, 200 East Randolph Drive, Chicago, Illinois 60601, Attn.: Janet S. Baer, Esq.


PLEASE TAKE FURTHER NOTICE that the Order states that the Debtors have ten (10) calendar days after receipt of this Notice to object to the Proposed Transfer described herein and that if the Debtors file an objection, such Proposed Transfer will not be effective unless approved by an order of the Court not subject to appeal, modification, stay or reconsideration. The Order further states that if the Debtors do not object during such ten (10) day period, then after expiration of such period the Proposed Transfer may proceed specifically as set forth in this Notice.²

The Reporting Persons understand that the Order states that any further transactions that may result in the Reporting Persons purchasing, acquiring or otherwise accumulating additional shares of Equity Securities (or an Option(s) with respect thereto) will each require an additional notice filed with the Court to be served in the same manner as this Notice.²

Dated: March 3, 2006
Chicago, Illinois

Respectfully Submitted,

Kenneth Griffin
Citadel Kensington Global Strategies Fund Ltd.
Citadel Investment Group, L.L.C
Citadel Limited Partnership
Citadel Wellington LLC
Citadel Equity Fund Ltd

By: 

Name:

Title:

MATTHEW HINERFELD
Managing Director and
Deputy General Counsel



² The Reporting Persons are submitting this Notice as an accommodation to the Debtor, and do not thereby submit to the jurisdiction of the Court of waive any rights or objections they may have regarding the Order or the effect of the Order.